



Order Filed on December 14, 2023
by Clerk
U.S. Bankruptcy Court
District of New Jersey

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**
Caption in Compliance with D.N.J. LBR 9004-1(b)

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In re:

BLOCKFI INC., *et al.*,¹

Debtors

Case No. 22-19361 (MBK)

Judge Michael B. Kaplan

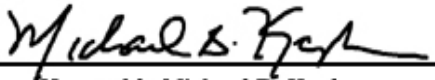
Chapter 11

(Jointly Administered)

**MODIFIED ORDER ALLOWING INTERIM COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES OF THE DEBTORS' RETAINED PROFESSIONALS**

The relief set forth on the following pages(s), number two (2) through four (4), is hereby
ORDERED.

DATED: December 14, 2023



Honorable Michael B. Kaplan
United States Bankruptcy Judge

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BLOCKFI INC., et al.

Chapter 11, Case No.: 22-19361 (MBK) (Jointly Administered)

Modified Order Granting Interim Compensation for the Debtors' Retained Professionals

Upon the interim fee applications (the “Interim Applications”) of the professionals retained in the above-captioned Debtors’ chapter 11 cases and listed on Exhibit A hereto (collectively, the “Retained Professionals” and each a “Retained Professional”), and this Court having previously authorized the employment of the Retained Professionals in the Debtors’ cases; and this Court having previously entered the *Order Allowing Interim Compensation for Services Rendered and Reimbursement of Expenses of the Debtors’ Retained Professionals* with respect to (I) Kirkland and Ellis LLP and Kirkland and Ellis International LLP [Docket No. 1964]; (II) Haynes and Boone, LLP [Dkt. No. 1969]; (III) Cole Schotz P.C. [Dkt. No. 1968]; (IV) Moelis & Company LLC, [Dkt. No. 1966]; (V) Deloitte Tax LLP [Dkt. No. 1967]; and (VI) Kroll Restructuring Administration LLC [Dkt. No 1965], entered on December 13, 2023 (collectively, the “Interim Compensation Orders”); and it appearing that all of the requirements of sections 327, 328, 330, and 331 of title 11 of the United States Code, as well as Rule 2016 of the Federal Rules of Bankruptcy Procedure and the local rules of this Court have been satisfied; and it further appearing that the fees and expenses incurred were reasonable and necessary; and proper and adequate notice of the Interim Applications has been given and that no other or further notice is necessary; and no objections or other responses having been filed with regard to the Interim Applications; and in consideration of the various recommendations of the fee examiner, Elise S. Frejka (the “Fee Examiner”) with respect to the Interim Applications as set forth in the *Fee Examiner’s Consolidated Final Report Regarding Second Interim Fee Applications of Professionals Retained by the Debtors* [Docket No. 1933]; and the Court having considered the Interim Applications of the Retained Professionals and the Consolidated Report, and good and sufficient cause appearing therefore, accordingly,

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BLOCKFI INC., et al.

Chapter 11, Case No. : 22-19361 (MBK) (Jointly Administered)

Modified Order Granting Interim Compensation for the Debtors' Retained Professionals

IT IS HEREBY ORDERED THAT

1. Except as set forth herein, the Interim Compensation Orders and the findings set forth therein shall remain in full force and effect.

2. The Interim Applications are hereby approved in the modified amounts set forth on **Exhibit A** attached to this Order, which **Exhibit A** modifies and amends **Exhibit A** attached to the Interim Compensation Orders.

3. The Retained Professionals are hereby granted allowance of compensation and reimbursement of expenses in the amounts set forth on **Exhibit A** to this Order under the columns entitled "Total Amount Allowed per Court Order (Fees)" and "Total Amount Allowed per Court Order (Expenses)" (jointly, the "Modified Allowed Professional Claims").

4. The Wind-Down Debtors² are hereby authorized and directed to remit to each Retained Professional the full amount of the Modified Allowed Professional Claims less any and all amounts previously paid on account of such fees and expenses. Without limiting the foregoing, any amounts previously held back with respect to the period covered by the Interim Applications may be released in payment of the Modified Allowed Professional Claims.

5. This Order shall constitute a separate order for each Retained Professional and the appeal of any order with respect to any Retained Professional shall have no effect on the authorized fees and expenses of the other Retained Professionals.

² As defined in the Third Amended Joint Chapter 11 Plan of BlockFi Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Additional Technical Modifications).

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BLOCKFI INC., et al.

Chapter 11, Case No. : 22-19361 (MBK) (Jointly Administered)

Modified Order Granting Interim Compensation for the Debtors' Retained Professionals

6. This Court shall retain jurisdiction to hear and determine all matters arising from
or related to the implementation or interpretation of this Order.

EXHIBIT A

BLOCKFI INC., et al. Case No.: 22-19361 (MBK)

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustment	Total Amount Allowed per Court Order (Fees)	Total Amount Allowed per Court Order (Expenses)
Kirkland & Ellis LLP and Kirkland and Ellis International LLP, <i>Co-Counsel to the Debtors</i> (Dkt. No. 1616)	04/01/2023 – 07/31/2023	\$6,283,704.00	\$15,000.00	\$1,065,031.40	\$0.00	\$6,268,704.00	\$1,065,031.40
Haynes and Boone, LLP, <i>Co-Counsel to the Debtors</i> (Dkt. No. 1575)	04/01/2023 – 07/31/2023	\$4,499,553.40	\$0.00	\$92,745.16	\$0.00	\$4,499,553.40	\$92,745.16
Cole Schotz P.C., <i>Local Counsel to the Debtors</i> (Dkt. No. 1572)	04/01/2023 – 07/31/2023	\$348,436.50	\$0.00	\$4,960.63	\$2,755.71	\$348,436.50	\$2,204.92
Moelis & Company LLC, <i>Investment Banker, Capital Markets Advisor, and Financial Advisor to the Debtors</i> (Dkt. No. 1580)	04/01/2023 – 07/31/2023	\$800,000.00	\$0.00	\$20,766.63	\$0.00	\$800,000.00	\$20,766.63
Deloitte Tax LLP (<i>Tax Services Provider to the Debtors</i>) (Dkt. No. 1513)	03/01/2023 – 7/31/2023	608,099.50	\$1,000.00	\$0.00	\$0.00	\$607,099.50	\$0.00
Kroll Restructuring Administration LLC, <i>Administrative Advisors to the Debtors</i> (Dkt. No. 1571)	04/01/2023 – 07/31/2023	\$34,716.97	\$0.00	\$0.00	\$0.00	\$34,716.97	\$0.00

In re:
BlockFi Inc.
Debtor

Case No. 22-19361-MBK
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0312-3
Date Rcvd: Dec 14, 2023

User: admin
Form ID: pdf903

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Total Noticed: 1

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Dec 16, 2023:

Recip ID	Recipient Name and Address
db	+ BlockFi Inc., c/o M3 Partners, 1700 Broadway, 19th Floor, New York, NY 10019-5905

TOTAL: 1

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI).

NONE

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

NONE

NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Dec 16, 2023

Signature: /s/Gustava Winters

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on December 14, 2023 at the address(es) listed below:

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Alan Stuart Maza	on behalf of Creditor Securities and Exchange Commission mazaa@sec.gov mazaa@sec.gov
Allen I Gorski	on behalf of Creditor Nancy Fout agorski@gorskiknowlton.com
Allen I Gorski	on behalf of Creditor Estate of Herman Katzenell agorski@gorskiknowlton.com
Allen Joseph Underwood, II	on behalf of Interested Party Genesis Global Holdco LLC Genesis Global Capital, LLC and Genesis Asia Pacific Pte. Ltd.

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